

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re VEECO INSTRUMENTS, INC. SECURITIES LITIGATION	X : : X X	Case No.: 7:05-md-01695 (CM)(GAY)
THIS DOCUMENT RELATES TO ALL ACTIONS	: : X	

[PROPOSED] ORDER

Upon consideration of Lead Plaintiff's Second and Third Motions in *Limine* and this Court having considered any opposition thereto, IT IS HEREBY ORDERED that Plaintiff's Motions are GRANTED and

IT IS FURTHER ORDERED that:

1. Defendants and their witnesses are precluded at trial from making affirmative claims about a belief regarding any issue addressed during the investigation of TurboDisc, including whether the division controller acted fraudulently; and
2. Defendants are precluded at trial from affirmatively contending that they believed in good faith that they were not violating the requirements of the Sarbanes-Oxley Act.

IT IS SO ORDERED:

Date: _____, 2007

Honorable Colleen McMahon
United States District Court Judge